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October 17, 2013

BY EMAIL

Judge Martin Glenn
United States Bankruptcy Court
Southern District of New York
One Bowling Green
New York, NY 10004

Re: *In re Residential Capital, LLC, et al.*, Case No. 12-12020 (MG)

Dear Judge Glenn:

As directed by Chambers, we write on behalf of the ad hoc group of junior secured noteholders (the "Ad Hoc Group") to request permission to file an objection (the "Plan Objection") to confirmation of the chapter 11 plan proposed in these cases (the "Plan") that is in excess of twenty-five (25) pages.

Pursuant to section 11(i) of the Court's order establishing certain notice, case management and administrative procedures [Docket No. 141] (the "Case Management Order"), unless prior permission has been granted, memoranda of law in support of and in opposition to motions are limited to twenty-five (25) pages (the "Page Limit"). Due to the complex factual and legal issues raised by the Plan and the settlements embodied therein, the Ad Hoc Group believes that a full response will require that the Plan Objection exceed the Page Limit. For the foregoing reasons, the Ad Hoc Group requests that the Court allow the Plan Objection to exceed the Page Limit by up to twenty-five (25) pages, for a total length of fifty (50) pages.

The Debtors and the Official Committee of Unsecured Creditors in these cases have indicated that they do not oppose the Ad Hoc Group's request, on the understanding that

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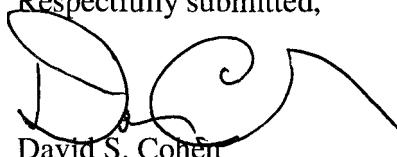
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the Ad Hoc Group will not object to the Court granting the Plan Proponents a reasonable increase in the length of the omnibus reply they must file on or before November 12, 2013.

For the reasons set forth above, the Ad Hoc Group respectfully requests that the Court grant, by endorsing and docketing this letter, the Ad Hoc Group's request that the Plan Objection be permitted to exceed the Page Limit by up to twenty-five (25) pages, for a total length of fifty (50) pages.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'David S. Cohen', with a stylized flourish extending to the right.

cc: Charles Kerr
Stephen Zide
Brad O'Neill

**MEMORANDUM APPROVED
SO ORDERED.**

Dated: October 17, 2013
New York, New York

/s/Martin Glenn
MARTIN GLENN
United States Bankruptcy Judge